



Jean A. Martin

Senior Attorney – Health, Safety & Environment

BP America Inc. and its subsidiaries
501 Westlake Park Blvd.
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May 14, 2011

BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED

Ms. Daniela Golden
U.S. Environmental Protection Agency, Region 8
1595 Wynkoop Street
Mail Code 8ENF-RC
Denver, Colorado 80202-1129

**RE: Financial Assurance Documentation – Milltown Site Consent Decree
Atlantic Richfield Company**

Dear Ms. Golden:

In response to EPA Region 8's request, we enclose a new financial assurance instrument for the Milltown Site Consent Decree, entered by and among the United States of America, the State of Montana, Atlantic Richfield Company and certain other defendants, and so ordered by the United States District Court for the District of Montana on February 8, 2006 in Civil Action No. CV 89-039-BU-SHE.

Letter of Credit No. [REDACTED] issued by JPMorganChase Bank on May 6, 2011, in the amount of \$264,487.00

To the extent it may be needed, this letter provides EPA with notice that BP Corporation North America Inc. cancels all guarantees that it previously issued for the costs described herein. Notice of cancellation is subject to EPA's acceptance of the enclosed letter of credit as a replacement form of financial assurance, and to any contractual and other legal requirement to keep corporate guarantees in effect for a certain period of time following EPA's receipt of this notice of cancellation.

Please contact me at (281) 366-6060 if you have any questions regarding the enclosed instrument. We are committed to ensuring that our financial assurance instruments meet all applicable legal requirements.

Sincerely,

Jean Martin
Senior Attorney for BP Corporation North America Inc.
and its affiliates, including Atlantic Richfield Company

Enclosures

cc: C. Tan, OECA
H. Elsen and J. DalSoglio, Region 8, Montana Office
W. Kirley, Montana DEQ
J. Gross and K. Stelcen, Arnold & Porter LLP
R. Curley, Curley & Associates LLC
W. Duffy, Davis Graham & Stubbs

JPMorgan Chase Bank, N.A.
Global Trade Services
131 South Dearborn, 5th Floor
Mail Code: IL1-0236
Chicago, IL 60603-5506

MAY 6, 2011

OUR L/C NO.: [REDACTED]

APPLICANT REF. NO.: [REDACTED]

IRREVOCABLE STANDBY LETTER OF CREDIT NUMBER: [REDACTED]

ISSUANCE DATE: MAY 6, 2011

MAXIMUM AMOUNT: USD264,487.00

BENEFICIARY:

REGIONAL ADMINISTRATOR
U.S. ENVIRONMENTAL PROTECTION AGENCY
REGION 8
C/O DANIELA GOLDEN
MAIL CODE: 8ENF-RC
1595 WYNKOOP STREET
DENVER, CO 80202-1129

APPLICANT:

BP CORPORATION NORTH AMERICA INC.
ON BEHALF OF ATLANTIC RICHFIELD COMPANY
501 WESTLAKE PARK BOULEVARD
HOUSTON, TX 77079

DEAR SIR OR MADAM:

WE HEREBY ESTABLISH OUR IRREVOCABLE STANDBY LETTER OF CREDIT NO. [REDACTED] IN YOUR FAVOR, AT THE REQUEST AND FOR THE ACCOUNT OF THE APPLICANT, BP CORPORATION NORTH AMERICA INC., ON BEHALF OF ATLANTIC RICHFIELD COMPANY, IN THE AMOUNT OF EXACTLY USD264,487.00 (TWO HUNDRED SIXTY-FOUR THOUSAND FOUR HUNDRED EIGHTY-SEVEN U.S. DOLLARS) (THE "MAXIMUM AMOUNT"). WE HEREBY AUTHORIZE YOU, THE U.S. ENVIRONMENTAL PROTECTION AGENCY (THE "BENEFICIARY"), TO DRAW AT SIGHT ON US, JPMORGAN CHASE BANK, N.A., C/O JPMORGAN TREASURY SERVICES, ATTN: STANDBY LETTER OF CREDIT DEPARTMENT 10420 HIGHLAND MANOR DRIVE, 4TH FLOOR, TAMPA, FL 33610, AN AGGREGATE AMOUNT EQUAL TO THE MAXIMUM AMOUNT UPON PRESENTATION OF:

(1) YOUR SIGHT DRAFT, BEARING REFERENCE TO THIS LETTER OF CREDIT NO.

JPMorgan Chase Bank, N.A.
Global Trade Services
131 South Dearborn, 5th Floor
Mail Code: IL1-0236
Chicago, IL 60603-5506

MAY 6, 2011

OUR L/C NO.: [REDACTED]

APPLICANT REF. NO.: [REDACTED]

[REDACTED] (WHICH MAY, WITHOUT LIMITATION, BE PRESENTED IN THE FORM ATTACHED HERETO AS EXHIBIT A); AND

(2) YOUR SIGNED STATEMENT READING AS FOLLOWS: "I CERTIFY THAT THE AMOUNT OF THE DRAFT IS PAYABLE PURSUANT TO THAT CERTAIN CONSENT DECREE FOR THE MILLTOWN SITE, BY AND AMONG THE UNITED STATES OF AMERICA, THE STATE OF MONTANA, ATLANTIC RICHFIELD COMPANY AND CERTAIN OTHER DEFENDANTS, ENTERED INTO BY THE PARTIES THERETO AND SO ORDERED BY THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF MONTANA ON FEBRUARY 8, 2006, IN CIVIL ACTION NO. CV89-039-BU-SEH, IN ACCORDANCE WITH THE AUTHORITY OF THE COMPREHENSIVE ENVIRONMENTAL RESPONSE, COMPENSATION, AND LIABILITY ACT AS AMENDED (CERCLA) ."

WE ARE ADVISED THAT THE AMOUNT OF THIS LETTER OF CREDIT HAS BEEN DETERMINED IN ACCORDANCE WITH PARAGRAPHS 66 AND 67 OF THE CONSENT DECREE ENTERED FEBRUARY 8, 2006.

THIS LETTER OF CREDIT IS EFFECTIVE AS OF MAY 6, 2011 AND SHALL EXPIRE ON MAY 6, 2012, BUT SUCH EXPIRATION DATE SHALL BE AUTOMATICALLY EXTENDED FOR A PERIOD OF AT LEAST ONE (1) YEAR ON MAY 6, 2012 AND ON EACH SUCCESSIVE EXPIRATION DATE, UNLESS, AT LEAST ONE HUNDRED TWENTY (120) DAYS BEFORE THE CURRENT EXPIRATION DATE, WE NOTIFY YOU, THE STATE OF MONTANA C/O WILLIAM KIRLEY, CHIEF REMEDIATION COUNSEL, DEPARTMENT OF ENVIRONMENTAL QUALITY, 1520 EAST SIXTH AVENUE, HELENA, MONTANA 59601, BP CORPORATION NORTH AMERICA INC. AND ATLANTIC RICHFIELD COMPANY BY CERTIFIED MAIL THAT WE HAVE DECIDED NOT TO EXTEND THIS LETTER OF CREDIT BEYOND THE CURRENT EXPIRATION DATE. IN THE EVENT YOU ARE SO NOTIFIED, ANY UNUSED PORTION OF THE CREDIT SHALL IMMEDIATELY THEREUPON BE AVAILABLE TO YOU, UPON PRESENTATION OF YOUR SIGHT DRAFT UNTIL THE LATER TO OCCUR OF THE CURRENT EXPIRATION OF THIS LETTER OF CREDIT OR FOR A PERIOD OF 120 DAYS AFTER THE DATE OF RECEIPT BY ALL OF THE FOLLOWING PARTIES: YOU, THE STATE OF MONTANA, BP CORPORATION NORTH AMERICA INC. AND ATLANTIC RICHFIELD COMPANY OF SUCH NOTIFICATION, AS SHOWN ON SIGNED RETURN RECEIPTS.

MULTIPLE AND PARTIAL DRAWS ON THIS LETTER OF CREDIT ARE EXPRESSLY PERMITTED, UP TO AN AGGREGATE AMOUNT NOT TO EXCEED THE MAXIMUM AMOUNT.

JPMorgan Chase Bank, N.A.
Global Trade Services
131 South Dearborn, 5th Floor
Mail Code: IL1-0236
Chicago, IL 60603-5506

MAY 6, 2011

OUR L/C NO.: 
APPLICANT REF. NO.: 

WHENEVER THIS LETTER OF CREDIT IS DRAWN ON, UNDER, AND IN COMPLIANCE WITH THE TERMS HEREOF, WE SHALL DULY HONOR SUCH DRAFT UPON PRESENTATION TO US, AND WE SHALL DEPOSIT THE AMOUNT OF THE DRAFT IN IMMEDIATELY AVAILABLE FUNDS DIRECTLY INTO SUCH ACCOUNT OR ACCOUNTS AS MAY BE SPECIFIED IN ACCORDANCE WITH YOUR INSTRUCTIONS.

ALL BANKING AND OTHER CHARGES UNDER THIS LETTER OF CREDIT ARE FOR THE ACCOUNT OF THE APPLICANT.

THIS LETTER OF CREDIT IS SUBJECT TO THE UNIFORM CUSTOMS AND PRACTICE FOR DOCUMENTARY CREDITS (2007 REVISION) INTERNATIONAL CHAMBER OF COMMERCE PUBLICATION NO. 600.

VERY TRULY YOURS,

JPMORGAN CHASE BANK, N.A.
C/O JPMORGAN TREASURY SERVICES
ATTN: STANDBY L/C DEPARTMENT
10420 HIGHLAND MANOR DRIVE, 4TH FL.
TAMPA, FL 33610



AUTHORIZED SIGNATURE

Jon P. Pierson
Assistant Vice President

JPMorgan Chase Bank, N.A.
Global Trade Services
131 South Dearborn, 5th Floor
Mail Code: IL1-0236
Chicago, IL 60603-5506

MAY 6, 2011

OUR L/C NO.: 
APPLICANT REF. NO.: 

EXHIBIT A - FORM OF SIGHT DRAFT



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY SIGHT DRAFT

TO:
JPMORGAN CHASE BANK, N.A.
C/O JPMORGAN TREASURY SERVICES
ATTN: STANDBY LETTER OF CREDIT DEPARTMENT
10420 HIGHLAND MANOR DRIVE, 4TH FLOOR
TAMPA, FL 33610

RE: LETTER OF CREDIT NO. 

DATE: (INSERT DATE THAT DRAW IS MADE)

TIME: (INSERT TIME OF DAY THAT DRAW IS MADE)

THIS DRAFT IS DRAWN UNDER YOUR IRREVOCABLE LETTER OF CREDIT NO.
 **PAY TO THE ORDER OF THE UNITED STATES ENVIRONMENTAL PROTECTION AGENCY, IN IMMEDIATELY AVAILABLE FUNDS, THE AMOUNT OF (IN WORDS) U.S. DOLLARS (U.S.\$ (.....)) OR, IF NO AMOUNT CERTAIN IS SPECIFIED, THE TOTAL BALANCE REMAINING AVAILABLE UNDER YOUR IRREVOCABLE LETTER OF CREDIT NO.** 

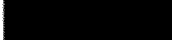
PAY SUCH AMOUNT AS IS SPECIFIED IN THE IMMEDIATELY PRECEDING PARAGRAPH BY FEDWIRE ELECTRONIC FUNDS TRANSFER ("EFT") TO THE (SITE NAME) SPECIAL ACCOUNT WITHIN THE EPA HAZARDOUS SUBSTANCE SUPERFUND IN ACCORDANCE WITH CURRENT EFT PROCEDURES, REFERENCING FILE NUMBER (.....), EPA REGION AND SITE SPILL ID NUMBER (.....), AND DOJ CASE NUMBER (.....), AS FOLLOWS: (INSERT SPECIFIC SPECIAL ACCOUNT WIRING INSTRUCTIONS AND INFORMATION).

THIS SIGHT DRAFT HAS BEEN DULY EXECUTED BY THE UNDERSIGNED, AN AUTHORIZED REPRESENTATIVE OR AGENT OF THE UNITED STATES ENVIRONMENTAL PROTECTION AGENCY, WHOSE SIGNATURE HEREUPON CONSTITUTES AN ENDORSEMENT.

BY:

JPMorgan Chase Bank, N.A.
Global Trade Services
131 South Dearborn, 5th Floor
Mail Code: IL1-0236
Chicago, IL 60603-5506

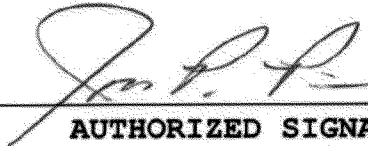
MAY 6, 2011

OUR L/C NO.: 
APPLICANT REF. NO.: 

(SIGNATURE)

(NAME)

(TITLE)



AUTHORIZED SIGNATURE

Jon P. Pierson
Assistant Vice President